

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

**STRUCTURE PROBE INC.,**

Plaintiff,

v.

**EMS ACQUISITION CORP. (D/B/A,  
ELECTRON MICROSCOPY SCIENCES).**

Defendant.

Civil Action No. 07-CV-3893 (LBS)

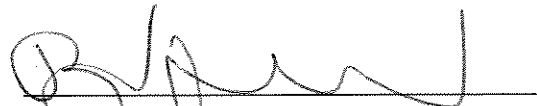
**Judge Leonard B. Sand**

**EMS's MOTION TO DISMISS FOR LACK OF PERSONAL JURISDICTION AND  
IMPROPER VENUE OR, IN THE ALTERNATIVE, TO TRANSFER**

Pursuant to Fed.R.Civ.P. 12(b) and 28 U.S.C. § 1404(a), Defendant, EMS Acquisition Corp. d/b/a, Electron Microscopy Sciences ("EMS"), respectfully requests that this Court transfer the above captioned case to the United States District Court for the Eastern District of Pennsylvania, or in the alternative, dismiss this case for lack of personal jurisdiction and improper venue. Grounds in support of the Motion are set forth in the attached Memorandum of Law.

Respectfully submitted,

Dated: September 20, 2007



Raymond J. Dowd  
Dunnington, Bartholow & Miller, LLP  
477 Madison Avenue, 12th Floor  
New York, NY 10022  
Tel: (212) 682-8811  
Fax: (212) 661-7769  
Attorney for defendant EMS Acquisition Corp.

Of Counsel:

David J. Wolfsohn

Steven J. Rocci

Chad A. Rutkowski

WOODCOCK WASHBURN LLP

2929 Arch Street

Philadelphia, PA 19104

Tel: 215-568-3100

Fax: 215-568-3439